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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**SUPPLEMENTAL DECLARATION OF LORENZO MARINUZZI IN SUPPORT OF
THE RETENTION AND EMPLOYMENT OF MORRISON & FOERSTER LLP AS
BANKRUPTCY COUNSEL TO THE DEBTORS**

I, Lorenzo Marinuzzi, being duly sworn, state the following under penalty of perjury.

1. I am a partner in the law firm of Morrison & Foerster LLP (“**M&F**”). M&F maintains offices for the practice of law, among other locations in the United States and worldwide, at 1290 Avenue of the Americas, New York, New York 10104. I am an attorney duly admitted and in good standing to practice before the courts of the United States District Courts for the Southern and Eastern Districts of New York and the District of New Jersey, and before the United States Court of Appeals for the Second Circuit.

2. I submit this supplemental declaration (the “**Supplemental Declaration**”) pursuant to this Court’s *Order Authorizing The Retention And Employment Of Morrison &*

Foerster LLP As Bankruptcy Counsel To The Debtors Nunc Pro Tunc To The Petition Date

[Docket No. 786], entered July 16, 2012, which requires M&F, prior to any increase in its hourly rates, to file a supplemental affidavit explaining the basis for the requested rate increase. Except as otherwise indicated, the facts set forth in this Supplemental Declaration are personally known to me, and if called as a witness I could and would testify competently thereto.

3. Effective January 1, 2013, M&F's hourly rates for services to be performed on behalf of the above captioned debtors and debtors-in-possession (collectively, the "**Debtors**"), will range as follows:

- (a) the hourly rates for partners will range from \$725 per hour to \$1,025 per hour, based upon a variety of factors, including seniority, distinction and expertise in one's field;
- (b) the hourly rates for "of counsel" will range from \$575 per hour to \$895 per hour;
- (c) the hourly rates for associates will range from \$370 per hour to \$745 per hour, based upon a variety of factors, including year of graduation from law school; and
- (d) the hourly rates for paraprofessionals will range from \$195 per hour to \$395 per hour.

4. Listed below are M&F's professionals and paraprofessionals (along with their position with the firm and their hourly rates) that are expected to have primary responsibility for providing services to the Debtors subsequent to January 1, 2013:

| <u>Name</u> | <u>Title</u> | <u>2012 Standard Rate</u> | <u>2013 Standard Rate</u> |
|--------------------|--------------|---------------------------|---------------------------|
| Gary S. Lee | Partner | \$975 | \$1025 |
| James R. Tanenbaum | Partner | \$975 | \$1025 |
| Anthony Princi | Partner | \$975 | \$1025 |
| Darryl P. Rains | Partner | \$975 | \$1025 |
| Adam S. Hoffinger | Partner | \$895 | \$950 |
| Lorenzo Marinuzzi | Partner | \$865 | \$945 |
| Jamie A. Levitt | Partner | \$875 | \$900 |

| <u>Name</u> | <u>Title</u> | <u>2012 Standard Rate</u> | <u>2013 Standard Rate</u> |
|----------------------|----------------|---------------------------|---------------------------|
| Randall J. Fons | Partner | \$835 | \$900 |
| George C. Harris | Partner | \$875 | \$895 |
| Eugene G. Illovsy | Partner | \$865 | \$895 |
| Stefan W. Engelhardt | Partner | \$850 | \$875 |
| Joel C. Haims | Partner | \$850 | \$875 |
| Sharon Parella | Partner | \$850 | \$875 |
| Dwight C. Smith | Partner | \$850 | \$875 |
| Norman S. Rosenbaum | Partner | \$800 | \$850 |
| Russell G. Weiss | Partner | \$795 | \$825 |
| Robert A. Salerno | Partner | \$775 | \$800 |
| Todd M. Goren | Partner | \$725 | \$795 |
| Mark R.S. Foster | Partner | \$725 | \$750 |
| Kenneth E. Kohler | Snr Of Counsel | \$760 | \$800 |
| Nilene R. Evans | Of Counsel | \$760 | \$795 |
| Melissa A. Hager | Of Counsel | \$735 | \$775 |
| Geoffrey R. Peck | Of Counsel | \$685 | \$750 |
| Lashann M. Dearcy | Of Counsel | \$685 | \$725 |
| Alexandra S. Barrage | Of Counsel | \$695 | \$720 |
| Jordan A. Wishnew | Of Counsel | \$680 | \$720 |
| Kayvan B. Sadeghi | Of Counsel | \$670 | \$700 |
| Brian N. Hoffman | Of Counsel | \$660 | \$675 |
| Melissa D. Beck | Associate | \$665 | \$695 |
| Jennifer L. Marines | Associate | \$655 | \$690 |
| John A. Pintarelli | Associate | \$655 | \$690 |
| Edward M. Welch | Associate | \$655 | \$690 |
| David S. Brown | Associate | \$685 | \$685 |
| Erica J. Richards | Associate | \$595 | \$660 |
| Jonathan C. Rothberg | Associate | \$595 | \$660 |
| Samantha Martin | Associate | \$595 | \$660 |
| Daniel Matza-Brown | Associate | \$595 | \$660 |
| Nicole K. Serfoss | Associate | \$635 | \$655 |
| Marc A. Hearron | Associate | \$635 | \$655 |
| Danielle Coleman | Associate | \$620 | \$650 |
| Sam Lunier | Associate | \$570 | \$635 |
| Patricia Svilik | Associate | \$570 | \$635 |
| David I. Fasman | Associate | \$565 | \$625 |
| Stacy L. Molison | Attorney | \$565 | \$625 |
| Nathan Cooper | Associate | \$530 | \$585 |
| Jonathan T. Keen | Associate | \$530 | \$585 |
| Naomi Moss | Associate | \$505 | \$575 |
| Katie L. Viggiani | Associate | \$505 | \$575 |
| Ariel F. Ruiz | Associate | \$505 | \$575 |
| Leda A. Moloff | Associate | \$505 | \$575 |
| Erin I. Herlihy | Associate | \$505 | \$575 |
| Michael J. Rosenberg | Associate | \$505 | \$575 |
| Joshua C. Pierce | Associate | \$505 | \$575 |

| <u>Name</u> | <u>Title</u> | <u>2012 Standard</u> | <u>2013 Standard</u> |
|-----------------------------|----------------|----------------------|----------------------|
| | | <u>Rate</u> | <u>Rate</u> |
| Meryl L. Rothchild | Associate | \$505 | \$575 |
| Javier Serrano | Associate | \$465 | \$545 |
| Chris Dalton | Associate | \$465 | \$545 |
| Robert Travis Petraglia | Associate | \$465 | \$545 |
| Huzefa N. Kapadia | Associate | \$465 | \$545 |
| Jamie Haruko Kitano | Associate | \$465 | \$545 |
| Christopher Sousa | Associate | \$465 | \$545 |
| Ying Huang | Associate | \$505 | \$545 |
| Lisa Holcombe Abbot | Associate | \$465 | \$545 |
| James A. Newton | Associate | \$445 | \$530 |
| Robert J. Baehr | Associate | \$445 | \$530 |
| David A. Ziegler | Associate | \$445 | \$530 |
| Neeraj Kumar | Associate | \$445 | \$530 |
| Peter Seligson | Associate | \$445 | \$530 |
| Meimay L. Law | Associate | \$445 | \$530 |
| Steven J. Bleiberg | Associate | \$445 | \$530 |
| Peter H. Day | Associate | \$415 | \$480 |
| Felicia Marian Gilbert | Associate | \$415 | \$480 |
| Annabel R. Chang | Associate | \$415 | \$480 |
| Nicholas A. Datlowe | Associate | \$415 | \$480 |
| Tiffany A. Rowe | Associate | \$415 | \$480 |
| Kelly Lowenberg | Associate | \$415 | \$480 |
| Aurora V. Kaiser | Associate | \$415 | \$480 |
| Rick C. Liu | Associate | \$415 | \$480 |
| Joanna L. Simon | Associate | \$415 | \$480 |
| Melissa M. Crespo | Associate | \$380 | \$455 |
| Natalie Elizabeth Wheatfall | Associate | \$350 | \$430 |
| Gabrielle Rebecca Holbert | Associate | \$350 | \$430 |
| Muhannad R. Al Najjab | Associate | \$295 | \$395 |
| Monica K. Castro | Associate | \$380 | \$395 |
| Andreea R. Vasiliu | Associate | \$380 | \$395 |
| Justin B. Kamen | Associate | \$380 | \$395 |
| John T. Kline | Snr Paralegal | \$295 | \$310 |
| Susan A. Tice | Snr Paralegal | \$290 | \$310 |
| Mark T. Smoot | Snr Paralegal | \$275 | \$290 |
| Laura Antonia Guido | Paralegal | \$280 | \$295 |
| Nicolas V. Klidonas | Paralegal | \$240 | \$270 |
| Blake B. Miller | Paralegal | \$255 | \$270 |
| Ruby R. Grossman | Paralegal | \$255 | \$265 |
| Alonzo Johnson | Paralegal | \$230 | \$260 |
| Vadim Bergelson | eDisc Proj Mgr | \$285 | \$295 |
| Thuan H. Nguyen | eDisc Proj Mgr | \$285 | \$295 |
| David Chan | eDisc Analyst | \$260 | \$275 |

5. As set forth in M&F's retention application [Docket No. 506, ¶10], and in accordance with section 330(a)(3)(F) of the Bankruptcy Code, M&F submits that its new hourly rates, as set forth in the preceding two paragraphs, (i) reflect economic and other conditions, (ii) are consistent with rates charged elsewhere, and (iii) are reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

6. The Debtors have received notice of and approved M&F's hourly rate increases as set forth herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 4, 2013

/s/ Lorenzo Marinuzzi
Lorenzo Marinuzzi